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First Security Bank of Utah

NATIONAL ASSOCIATION
MEMBER FIRST SECURITY CORPORATION SYSTEM OF BANKS

TRUST DEPARTMENT

POST OFFICE BOX 1289, 79 SOUTH MAIN STREET

SALT LAKE CITY, UTAH 84110

RECORDATION NO. 7553-2

DEC 18 1974 PM

INTERSTATE COMMERCE COMMISSION

AMENDMENT NO. 1 TO TRANSFER AGREEMENT

Mercantile-Safe Deposit and Trust Company, as Agent
2 Hopkins Plaza
Baltimore, Maryland 21203

We have recently entered in to a Transfer Agreement which has been filed with the Interstate Commerce Commission under Recordation No. 7553-C. Pursuant to such Transfer Agreement certain railroad equipment was to be reconstructed. Attached thereto as Annex I was a description of such railroad equipment including the railroad numbers of equipment which might be subject to reconstruction. The railroad numbers of all the railroad equipment to be reconstructed were not set forth in such Annex I and therefore it is now desired to amend the Transfer Agreement so as to complete the list of railroad numbers. Therefore, Annex I to the Transfer Agreement is hereby amended by the addition of the railroad numbers described in Annex I hereto.

If the foregoing is in accordance with your understanding, please sign a copy of this letter in the space provided and return it to the undersigned, whereupon this letter shall become a valid and binding agreement between us as of the date of the Transfer Agreement.

Very truly yours,

FIRST SECURITY BANK OF UTAH,
NATIONAL ASSOCIATION
as Trustee under a Trust
Agreement dated as of June 1, 1974

By Patricia L. Richards
Authorized Officer

(SEAL)

Dated as of June 1, 1974

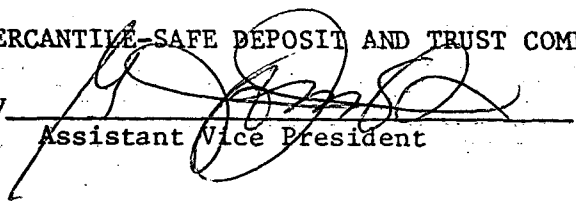
Attest:

John L. Smith

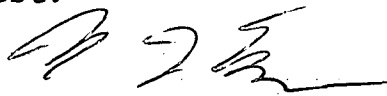
ACCEPTED:

MERCANTILE-SAFE DEPOSIT AND TRUST COMPANY, as Agent

by


Assistant Vice President

Attest:



CORPORATE TRUST OFFICER

(Seal)

ANNEX I

Description

L&N
Road Numbers

50-ton box cars

97031
97050
97055
97063
97088

STATE OF UTAH,)
) ss.:
COUNTY OF SALT LAKE,)

On this 6th day of December, 1974, before me personally appeared Patricia A. Richards, to me personally known, who, being by me duly sworn, says that he is an Authorized Officer of First Security Bank of Utah, National Association, that the seal affixed to the foregoing instrument is the corporate seal of said corporation and that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was a free act and deed of said corporation.

Debbie J. Langerfeld
Notary Public

(NOTARIAL SEAL)

My Commission expires

July 22, 1978

STATE OF MARYLAND,)
) ss.:
CITY OF BALTIMORE,)

On this 13th day of December 1974, before me personally appeared G. J. Johnston, to me personally known, who, being by me duly sworn, says that he is Asst. Vice President of Mercantile-Safe Deposit and Trust Company, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Notary Public

I was commissioned as Nancy C. Schmidt

[Notarial Seal]

My Commission expires JUL 1 1978